

EXHIBIT 22

06/26/2001 12:21 818879P095

MY CORPORATION

PAGE 04

Articles of Incorporation
For
SMART WORLD INC. **FILED #** C169712001
(Pursuant to NRS 78)
State of Nevada
Secretary of State

JUN 26 2001

1. **Name of Corporation:** SMART WORLD INC.
2. **Resident Agent:** The name and street address in Nevada of the Resident Agent for this Corporation where process may be served is:
National Registered Agents, Inc. Of NV
1100 East William Street, Suite 207
Carson City, Nevada 89701
3. **Shares:** The corporation is authorized to issue 1,500 shares of common stock, all of one class, at \$1.00 par value per share.
4. **Governing Board:** The governing board shall be styled as Directors. The First Board of Directors shall consist of 1 Member(s) whose name and address information is as follows:

<u>Name</u>	<u>Address</u>
Vincent Rosarbo	1 Madison Ave. Warminster, Pennsylvania 18974

5. **Purpose:** The purpose of the corporation shall be to engage in any and all lawful business.
6. **Signatures of Incorporator(s):** The name and address information of the Incorporator signing the Articles of Incorporation is as follows:

Neillie R. Akalp
Neillie Akalp, Incorporator
30141 Agoura Road, Suite 205
Agoura Hills, California 91301

7. **Certificate of Acceptance of Appointment of Resident Agent:** I, National Registered Agents, Inc. Of NV, hereby accept appointment as Resident Agent for the above-named corporation.

Neillie R. Akalp, Asst. Sec.
Neillie R. Akalp, Asst. Sec.
On behalf of National Registered Agents, Inc.

6/26/01
Date

SECRETARY OF STATE



STATE OF NEVADA

CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SMART WORLD, INC.** did on **June 26, 2001** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **June 27, 2001**.

Secretary of State

By

Certification Clerk



EXHIBIT 23

NVE PHARMACEUTICALS, INC.
33-06 NEWTON SPARTA ROAD
NEWTON, NJ 07860
973-383-5444 FAX 973-383-8379

SMART WORLD
KIKKERVEEN 423
SPIJKENISSE
NETHERLANDS

XD 3205

SMART WORLD
KIKKERVEEN 423
SPIJKENISSE
NETHERLANDS

XD 3205

98504 361102

BILL TO:

ORDER NO. 153216 DATE 03/14/99

CUST/FRN#

SP KMS

SHIPPER

INT'L EXPDT

TERMS

Prepaid

WEIGHT

203

ZONE

ITEM NO.	QUANTITY	DESCRIPTION	UNIT PRICE	EXT PRICE
95-C	480	STACKER 2 CAPSULE	EACH	.35 168.00
96-C	480	3 CAPSULE VIAL CARD	EACH	.35 168.00
44-C	240	STACKER 3 CAPSULE	EACH	.35 168.00
21-C	240	3 CAPSULE VIAL CARD	EACH	.35 168.00
82-C	240	N-EPHED CAPSULE	EACH	.35 84.00
43-C	240	2 CAPSULE VIAL CARD	EACH	.35 84.00
B/D	240	BLACK MOLE	EACH	.35 84.00
TOP 2-PART	10	3 CAPSULE VIAL CARD	EACH	.35 84.00
TOP WIRE R	30	6 INSENS POW-ROAR CAPSULE	EACH	.35 84.00
		3 CAPSULE VIAL CARD	EACH	.35 84.00
		EPHEDR 325 CAPSULE	EACH	.35 84.00
		3 CAPSULE VIAL CARD	EACH	.35 84.00
		DISPLAY FOR CARDS & BTLS	EACH	.00 .00
		UNSTOCKED	EACH	.00 .00
		FOR CARDED ITEMS	EACH	.00 .00
		UNSTOCKED	EACH	.00 .00

COMMENTS CREDIT BALANCE. REMAINING PAGE 20
CREDIT AFTER THIS ORDER IS \$1,099.59. IF

CREDIT CARD:

NO BALANCE DUE. WORKING ON

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NETHERLANDS	
XD 3205	

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N V E
P H A R M A C E U T I C A L S

Tel:

201-383-5444

Fax:

201-383-8379

33 Newton-Sparta Road • Newton • NJ 07860



August 11, 1999

Jeroen Gravelijn
Natural Life Plan
P.O. Box 9014
3007 AA Rotterdam
The Netherlands

folded + 100
lower + power ??
Ukayle - Jaq

Dear Jeroen,
Thank you for your letter and packet. I received them on Monday.

I am sending you via UPS a sample display of our Tower of Power and enclosing in this packet a price list, catalog, manufacturing brochure and some sale sheets.

Please be aware that the price list enclosed is based on minimum \$5,000.00 opening order, subsequent minimum orders of \$2,500.00ea. with a minimum of \$5000.00 per month in orders.

All orders must be prepaid with a wire transfer (I am also enclosing all bank information for that).

Please call me with any questions or ideas. I sincerely look forward to servicing your account with us.

Very truly yours,



Karen Sammartine
Sales Manager

kms/KS

NVE Pharmaceuticals
International Price List

TOWER OF POWER

Item#	Product Description
21	Black Mole Capsule
27	Ephedra 850 Capsule
42	Adults Only Purple Passion
43	Ephedra 325 Capsule
44	N-Efed Capsule
63	Manpower Capsule
82	Ginseng Pow-Roar Capsule
87	Yellow Jacket Capsule
21	Black Mole Capsule
27	Ephedra 850 Capsule
42	Adults Only Purple Passion
43	Ephedra 325 Capsule
44	N-Efed Capsule
63	Manpower Capsule
82	Ginseng Pow-Roar Capsule
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44	N-Efed Capsule
63	Manpower Capsule
82	Ginseng Pow-Roar Capsule
87	Yellow Jacket Capsule

Stacker 3	0.35	240	84
Stacker 2	0.35	240	84
Size	Dist.		
3 cap. Vial	\$0.35	240	84
3 cap. Vial	\$0.35	2400	840
3 cap. Vial	\$0.35	1200	420
3 cap. Vial	\$0.35	240	84
3 cap. Vial	\$0.35	240	84
3 cap. Vial	\$0.35	600	240
3 cap. Vial	\$0.35	120	42
3 cap. Vial	\$0.35	2400	840
30 caps.	\$1.97	10	20
20/30 caps.	\$1.97	150	300
30 caps.	\$1.97	75	150
30 caps.	\$1.97	20	40
30 caps.	\$1.97	10	20
30 caps.	\$1.97	40	80
30 caps.	\$1.97	10	20
20 caps.	\$1.97	200	400
100 caps.	\$3.50	5	20
100 caps.	\$5.80	5	30
100 caps.	\$5.80	5	30
100 caps.	\$3.50	5	20
100 caps.	\$3.50	5	20
100 caps.	\$5.80	5	30
100 caps.	\$5.80	5	30
100 caps.	\$7.80	15	120

STACKERS

95	Stacker 2 Capsule	20 caps.	\$1.97	40	80
96	Stacker 3 Capsule	20 caps.	\$1.97	40	80
96	Stacker 2 Capsule	100 caps.	\$6.80	25	170
95	Stacker 3 Capsule	100 caps.	\$6.80	150	1050

20 x Tower of power
22 x Jag

485% + 1400
5482

7 6482



**NVE Pharmaceuticals, INC.
Karen Sammertine
33 Newton Sparta Road
Newton, New Jersey 07860
United States**

Rotterdam, November 1 1999

Concerning: Sales strategy for the Dutch market.

Dear Karen,

With this letter we want to give you our point of view regarding the sales strategy concerning the products of NVE Pharmaceuticals, and a short explanation about the situation as it is at this moment.

1) Import/distribution.

At this moment there are three companies distributing your products in the Netherlands:

Euphoric Minds, Winterwijk.
Future-Life Products, Tilburg.
Smart World, Spijkenisse.

With relation to Euphoric Minds:

Euphoric Minds is a Smart-shop in the east of our country. Euphoric Minds main occupation is their store, and they distribute the products to a few smart-shops in their region. Because their shop is near the German border they have a lot of German tourists who come to buy the products because these are illegal to sell in most parts of Germany. Euphoric Minds sell some of your products bottles with 50 capsules with their own labels. Especially interested in cards and 20/30 capsules bottles.

With relation to Future-Life Products:

A whole-sale company based in Tilburg. Main occupation is distributing the products to so-called smart-shops. Have some financial problems, with the result that they have problems by supplying their customers. Especially interested in cards.



We notice already that a lot of their customers order at our company, although they have to pay a little more.

In other words the distibuting of the products to all potential clients is a mess. And that costs money, and is not good for our and for your company.

We don't have this problem with Euphoric Minds, probably because they get most of their profit out of their own store, and stopped whole-saling.

4) Solution.

- A strong financial head-distributor, who has a big stock of all the products.
- Sub-dealers to supply all the little shops. These sub-dealers are super-viced by the head-distributor.
- Fixed prices so that it is interesting for every client to sell the products.

For us it is no problem to talk things over with Euphoric Minds and Future-Life Products (depending on their financial situation) to come to an agreement.

SITUATION SKETCH 1:

SMART WORLD

EUPHORIC MINDS

FUTURE-LIFE PRODUCTS

**HEALTH STORES
VITAMIN SHOPS
SPORTS SHOPS**

**THEIR OWN SHOP
LOCAL SMART-SHOPS**

**SMART-SHOPS
COFFEE-SHOPS**

When the financial situation of Future-Life Products remains bad, we can find another sub-dealer.



With relation to Smart World:

Sub-division of NSP-Sales. We sell the products to Smart-shops, Vitamin-stores, Health-stores, Sports (nutrition) shops, Coffee-shops and sub-dealers.

The smart and coffeeshops buy cards and little bottles. Our other customers are especially interested in the big bottles(100 capsules) and the little bottles.

2) Potential clients.

Smart-shops:

Little shops based in the cities. Most of their customers are young people who want to have a great time in the week-ends and don't want to take chemical drugs.

Most smart-shops have the same assortment; mushrooms, ephedra containing products and all kinds of herbs. They sell mostly cards and have their sales-peak in the summer.

Vitamin-shops:

Copied from the States you see more and more vitamin-stores in the Netherlands. They sell all kind of food-supplements.

Health-stores:

The same as vitamin-shops, but often have a bigger assortment, also selling cosmetics and more.

Coffee-shops:

Hang-out places for the elder youth in the cities. Here they can drink something,

Sports-shops:

Mostly big-shops specialized in fitness-equipment and sports nutrition. These shops are very interested in the big and little bottles. Have their sales peak from November till May.

3) Situation on the Dutch market at this moment.

The moment Smart World started selling the products of NVE Pharmaceuticals, Future-Life Products began their price-war. They sell the products for the same price as they have to pay for it. The customer who buys the product in the shop/store has no benefit by it because he pays the same price as he always did. So it has no benefits for the rate of turnover. Because Future-Life has some financial problems they have a problem with supplying their clients on time. This results in the situation that a lot of shops very often have to say that a product is sold out for some time(=> negative publicity for the products).



SITUATION SKETCH 2:

SMART WORLD

HEALTH STORES
VITAMIN SHOPS
SPORTS SHOPS

SUB-DEALER 1 SUB-DEALER 2 SUB-DEALER 3 SUB-DEALER 4

SMART/ COFFEE SHOPS

NORTH

WEST

EAST

SOUTH

We think that we can create more sales if we distribute the products of NVE Pharmaceuticals on one of this ways.

Hopefully you agree with us.


Jeroen Gravelijn
Smart World



NVE Pharmaceuticals, INC.
Karen Sammertine
33 Newton Sparta Road
Newton, New Jersey 07860
United States

Rotterdam, the 5th of November 1999

Concerning: suggestion Smart World

Dear Karen,

After talking to you yesterday and talking things over with Tom, we think the following is the best solution to create more sales and without cutting someone out;

Because we know the market very well as well we know a lot about Future Life Products, Euphoric Minds and Cobeco Pharma, for us it is easy to decide what the rate of turnover will be of the other companies.

So we are able to decide how big our stock must be to supply Future-Life Products, Euphoric Minds and Cobeco Pharma.

Probably to begin with an order of \$ 20,000 - \$ 25,000 should be enough because Cobeco Pharma did not long ago a big order and Euphoric Minds only sell the products in their own shop.

The benefit of the other companies directly ordering by us is that we can supply them the same day, and they can supply their customers within 24 hours. When they order themselves at your company it takes at least five days before they get it, and then only if costums cooperate.

Another benefit is that we can talk things over with the other companies so that everybody is able to charge the same prices, with the result that everybody can make profit.

Hopefully you agree with us,

Best regards,

Jeroen Gravelijn



NVE Pharmaceuticals, INC.
Karen Sammertine
33 Newton Sparta Road
Newton, New Jersey 07860
United States

Rotterdam, the 10th of November 1999

Dear Karen,

With this fax we want to let you know the following:

Concerning the prices:

For the cards we pay \$0.35, if we include shipping and taxes we pay \$0.50
In Dutch guilders F0.75 F1.05

For the 20/30 caps. \$1.97, if we include shipping and taxes we pay \$2.70
In Dutch guilders F4.10 F5.70

If you agree with us we want to charge the distributors the following prices:

For the cards: \$0.63 - .60
In Dutch guilders F1.30 - 1.25

For the 20/30 caps. \$3.35
In Dutch guilders F7.00

Our commission is 25%. For the 100 cap. bottles we ask your price plus 25%.

The distributors normally sell to the shops:

Cards F1.90 (for the distributor this means 50% profit)
20/30 caps. F12.50 (for the distributor this means 70% profit)

Cobeco normally buys the products by Future-Life Products for almost the same price as we are gonna charge him, so we consider he will not make a problem about it.

Our distributors(as there is: Sjamaan, Mass Products, Heb't Lef, Satisfactory) normally pay more so they will be very happy with the new prices.

Future-Life Products: for them we try to find a solution. We will inform you about that.

Euphoric Minds: We will send them a friendly letter which we will show you.

Best regards Tom and Jeroen.



NVE Pharmaceuticals, INC

To: Joe
33 Newton Sparta Road
Newton, New Jersey 07860
United States

Rotterdam, the 17th of December 1999

Dear Joe,

With this fax we want to let you know, what our sales-strategy will be concerning your products, we will give you a short summary about the situation before we got the dealership and we also will explain what prices we ask for the products and what the prices were before the dealership.

Here a short summary.

As I already told in my letter from June the 22th, your products came to my attention through one of our sales-men.

After investigating the market, the name of Future-life Products came up. I knew the company because some years ago Tom worked for a company owned by a mutual friend.

I made an appointment with Tom to see what they were doing with the product. But I think it is better to let Tom write down what happened.

First I want to let you know that it was always great doing business with Bob. During the meeting with Jeroen I told him that I found your products while I was surfing on the Internet at home in the harvest of 1998.

I talked things over at Future-life with Marc and they concluded that there was a good market in the Netherlands for these products. So Future-Life Products started to order with NVE, but after a while we had some differences about how to sell the products, they wanted to put their own labels on everything and I thought they didn't look good enough and told them why to change the labels of NVE while your labels look that good.

They wouldn't give me a reason but they wanted their name on it. After almost a year I managed to convince them and then they started to let me also order some little bottles of your products.

You can verify this with Bob, because I was the contact person between Bob and Future-Life. Then came the problem that there was not enough money to order enough to supply our customers properly. We had to order every week the things our customers ordered in the week before our order.



In other words; I worked hard to get the products well-known and maybe all the efforts I had been doing were useless after all. After a while the situation in Future-Life as a company changed(I do not want to speak bad about them, because I worked there quite a while so I will not expand this matter).

Then Jeroen got in touch with me, who I worked with two years ago and told his plans with the products I got very enthusiastic, because he told me that he would order the complete assortment and the real Towers of Power etc, without putting your products in other bottles with different labels,

while Future-Life Products and Euphoric Minds were doing that, and degraded the products by putting them in different bottles with different labels.

When Jeroen offered me to work for them I was not necessary for me to think long about the offer. Jeroen told me that he would found a complete new company, where he offered me a partnership in, to distribute your products.

I told Future-Life Products also about the meeting and proposed that it might be smart to work together because I knew that Jeroen's company has enough financial means to distribute the market at the right manner.

I was told that they could understand if I start working for Jeroen and that they probably would stop selling anyway, because Euphoric Minds was also selling the products, and they made to less money to "pay their bills".

So I start working for Jeroen's company and things were going very good from the beginning, and we didn't take away the clients of Future-life Products because the market is a lot bigger then they think (they supply the goods to so-called SMART-Shops, and these shops are only interested in the cards), and we supply particularly big health and vitamin stores(and these stores want particularly the big and little bottles).

In your order reports you can see that when Smart World start ordering your products, Future-Life start ordering original Towers of Power (what they never did before).

Because Future-Life saw the original Towers of Power in big health stores, and they discovered that smart shops were also ordering them through us.

Unfortunately Future-Life were not happy with the situation (Having Smart World aswell as Euphoric minds as strong competitors). They started a non-profit selling strategy, this means that what they ordered they sold for cost price.

Therefor the products were getting a lot of negative publicity, and that's not good for anybody.

Therefor it was a positive thing that, after a lot of request from Smart World to NVE and even suggesting to NVE that we would come to the USA, someone of your company came to the Netherlands for a solution.



supplying their clients on time. This resulted in the situation that a lot of shops very often had to say that a product was sold out for some time(=> negative publicity for the products). You can verify this by the amounts Future-Life ordered to NVE (Future-Life ordered to NVE what the shops ordered to Future-Life).

We noticed already that a lot of their customers order at our company, although they had to pay a little more.

In other words the distributing of the products to all potential clients was a mess. And that costed money, and was not good for our and for your company.

We didn't have this problem with Euphoric Minds, probably because they got most of their profit out of their own store, and stopped their whole-sale.

Our "solution" to sell more products.

- A strong financial head-distributor, who has a big stock of all the products.
- Sub-dealers to supply all the little shops. These sub-dealers are super-vised by the head-distributor.
- Fixed prices so that it is interesting for every client to sell the products.
- A total withdraw from Smart World to all the smart shops to remain the "peace" between the sub-distributors. And also to show the shops aswell as the distributors that it is serious for us and that we are no short money makers but long-term workers.

SITUATION

SMART WORLD

HEALTH STORES
VITAMIN SHOPS
SPORTS SHOPS

SUB-distributor SUB-distributor 2 SUB-distributor 3 SUB-distributor 4

SMART/ COFFEE SHOPS

NORTH Satisfactory	WEST Cobeco Pharma	EAST Sjamaan/Heb 't lef	SOUTH Cobeco Pharma
------------------------------	------------------------------	-----------------------------------	-------------------------------



At this time we work with four sub-dealers, Cobeco pharma, Sjamaan, Satisfactory and Heb 't Lef. Euphoric Minds stopped selling the products and sold their stock to Cobeco Pharma and Future-Life Products sold their stock to Satisfactory (from inside information we know that they work together with Future-Life now).

So this means that everybody who ordered before is still selling your products. The client of Euphoric Minds are overtaken by Cobeco Pharma.

All the sub-dealers pay the same prices and all shops have to pay the same without regarding by which sub-dealer they buy.

About the prices we can tell you the following:

All the shops pay still the same price as they were used to.

The sub-dealers pay even less then they had to pay before we got the dealership(only not them who ordered in the USA directly).

When we include shipping and taxes we make a profit of 20% on your products, the sub-dealers make a profit of 75%, and the shops make a profit of 100%.

For example:	NVE	NVE+tax+shipping	Smart World to distributors
Cards	\$ 0.35	\$ 0.50	\$ 0.60
20/30 counts	\$ 1.97	\$ 2.65	\$ 3.25
100 counts	not mentioned because different prices.		



We think that we can increase that sales of the products when we continue to work as we described.

We hope, and even think it is necessary and important for the image of NVE and your products, that you give us the time until September 2000 to show you that the sales-numbers of NVE-The Netherlands will increase.

This because in January till April we have a lower turnover because it is winter, and from April till September it is summer which means an increase of the turnover.

You can also verify this by comparing the orders of Future-Life from end 1998 till summer 1999.

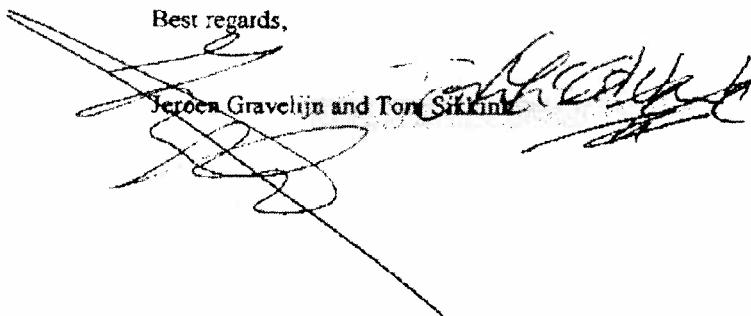
Also we will sent you status-reports of to which distributors we sell, so you can see who orders what.

Also we will show you our sales-numbers of the Health-stores, sports-shops and Vitamin-shops we do business with.

We hope that the situation is a bit clearer now for you, and wait for your reaction.

Best regards,

~~Jercoen Gravelius and Ton Sikkink~~

A handwritten signature in black ink, appearing to be a stylized form of the names "Jercoen Gravelius" and "Ton Sikkink". The signature is written over a crossed-out line of text.

THE BANK OF NEW YORK
NATIONAL COMMUNITY DIVISION
Church St. Station, P.O. Box 11000, NY, NY 10286
ORIGINAL
ADVICE OF CREDIT

B002138 DATE FEBRUARY 10, 2000

OUR REF. (TRN) NO. FDF0002100079900

PLEASE MENTION OUR REFERENCE NO. (TRN) IN ANY CORRESPONDENCE

WE CREDIT YOUR ACCOUNT NO 6103759038
SAME DAY FUNDS
[REDACTED] \$3,590.00***

MAIL TO

N V E INC.
33 NEWTON SPARTA RD
NEWTON, NJ 07860-2764

ORIGINATORS DATE 00/02/10
ORIGINATORS REF. NO. 0958078071000208
RELATED REF. NO. BU08029948883
IMA:20000210B1QFII1A000298 TIME 0241
RECEIVED FROM:
ABN AMRO BANK N.V.
NEW YORK BRANCH DESIGN A/C
335 MADISON AVENUE
NEW YORK, NEW YORK 10017
ORDERING CUSTOMER:
/0THR/UNKNOWN
DE HEER P.M. TILMA
H/O SMART WORLD
80217 CW ZWOLLE

BANK TO BANK INFORMATION:
SERV CHG USD10.00 /TELEBEN/SERV
CHG USD10.00

DETAILS OF PAYMENT:
PIC PAYMENT GOODS

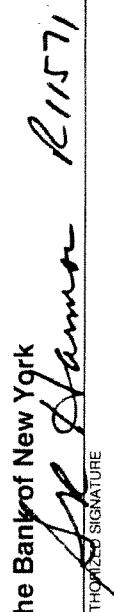
289751

1-320-0197

NVE-004169-B

6/6 1020 3500.00
689.5 20.00
110 3610.00

The Bank of New York


John Shamon

AUTHORIZED SIGNATURE

THE BANK OF NEW YORK
NATIONAL COMMUNITY DIVISION
Church St. Station, P.O. Box 11000, NY, NY 10286
ORIGINAL
ADVICE OF CREDIT

B002380 DATE MARCH 13, 2000

OUR REF. (TRN) NO. FDF0003130026200

PLEASE MENTION OUR REFERENCE NO. (TRN) IN ANY CORRESPONDENCE

WE CREDIT YOUR ACCOUNT NO 6103759038
SAME DAY FUNDS
\$13,060.19**

MAIL TO
N V E INC.
33 NEWTON SPARTA RD
NEWTON, NJ 07860-2764

✓A/R

Mac S

ORIGINATORS DATE 00/03/13
ORIGINATORS REF. NO. 0958070295000309
RELATED REF. NO. BU09039943221
IMA:20000313B1QFII1A000566 TIME 0347
RECEIVED FROM:
ABN AMRO BANK N.V.
NEW YORK BRANCH DESIGN A/C
335 MADISON AVENUE
NEW YORK, NEW YORK 10017
ORDERING CUSTOMER:
/0THR/UNKNOWN
DE HEER P.M. TYMA
H/O SMART WORLD
8021 CW ZWOLLE

BANK TO BANK INFORMATION:
SERV CHG USD10.00 /TELEBEN/SERV
CHG USD10.00

DETAILS OF PAYMENT:
PIE PAYMENTS GOODS

✓ Peach Tree

G/L Dr
1020 13,060.19
6895 25.00 CR.
111.0

NVE-004170-B

*The Bank of New York
John Danner 2/15/71*

AUTHORIZED SIGNATURE

THE BANK OF NEW YORK
NATIONAL COMMUNITY DIVISION
BANK OF
New York, NY 10286
NEW YORK ORIGINAL
ADVICE OF CREDIT

046173 DATE

AFTL. 13, 2000

OUR REF (TRN) NO. FTS0004148952400

PLEASE MENTION OUR REFERENCE NO (TRN) IN ANY CORRESPONDENCE

ORIGINATOR'S DATE

00/04/14

WFO1050000812150B

ORIGINATOR'S REF NO

WFO1050000812150B

WE CREDIT YOUR ACCOUNT NO 6403759038
SAME DAY FUNDS

\$16,175.00 *ok*

ORDERING CUSTOMER:

NSP SALES

FUSTBUS 9014

3007 AA ROTTERDAM

MAIL TO
N V E INC.
33 NEWTON SPARTA RD

NEWTON, NJ 07860-2764

ORDERING BANK:

ING BANK N.V.

P.O. BOX 1800

1000 BV AMSTERDAM, NETHERLANDS

DETAILS OF PAYMENT:
PREPAYMENT GOODS

* ADV BY TELEPHONE

BANK TO BANK INFORMATION:
P/P/DNENEN/TODAY
LESS OUR FEES

NVE-004172-B

1020 16,175.00
6862 25.00

1110

16200.00

The Bank of New York

AUTHORIZED SIGNATURE

THE BANK OF NEW YORK
NATIONAL COMMUNITY DIVISION
THE BANK OF NEW YORK
ONE WALL STREET
NEW YORK, NY 10286
SERVICE OF CREDIT

054273 DATE AUGUST 07, 2000

OUR REF. (TRN) NO. FDF00008070027900

PLEASE MENTION OUR REFERENCE NO. (TRN) IN ANY CORRESPONDENCE

WE CREDIT YOUR ACCOUNT NO 6103759038
SAME DAY FUNDS
\$6,982.50**
MAIL TO
N V E INC.
33 NEWTON SPARTA RD
NEWTON, NJ 07860-2764

ORIGINATOR'S DATE 00/08/07
ORIGINATOR'S REF. NO. 8301900220FS
RELATED REF. NO. SWF OF 00/08/07
IMA:20000807B1QEGC08C000214 TIME 0537
RECEIVED FROM:
CHASE MANHATTAN BANK
4 METROTECH CENTER, 8TH FLOOR
BROOKLYN, N.Y. 11245

ORDERING CUSTOMER:
NSF SALES
POSTBUS 9014
3007 AA ROTTERDAM

DETAILS OF PAYMENT:
PRE-PAYMENT GOODS

* ADV BY TELEPHONE

BANK TO BANK INFORMATION:
/BNF/\$17.50 FEES DED
//TODAY

7000.00
U GJ

NATIONAL COMMUNITY DIVISION
THE BANK OF NEW YORK
BANK OF NEW YORK
N.Y. 10286
SERVICE OF CREDIT

053504 DATE SEPTEMBER 28, 2000

OUR REF. (TRN) NO. FDF00092800054300

PLEASE MENTION OUR REFERENCE NO. (TRN) IN ANY CORRESPONDENCE

WE CREDIT YOUR ACCOUNT NO 6103759038
69.60 SAME DAY FUNDS

\$4,552.10**

17.50

MAIL TO
N V E INC.
33 NEWTON SPARTA RD
NEWTON, NJ 07860-2764

ORIGINATORS DATE 00/09/28
ORIGINATORS REF. NO. 5446700272JS
RELATED REF. NO. SWF OF 00/09/28
IMA: 20000928B10CC08C000283 TIME 0757
RECEIVED FROM:

CHASE MANHATTAN BANK
4 METROTECH CENTER, 8TH FLOOR
BROOKLYN, N.Y. 11245

DELIVERING CUSTOMER:

SALES
POSTBUS 9014
3007 AA ROTTERDAM

* ADV BY TELEPHONE

BANK TO BANK INFORMATION:
/ENF /\$17.50 FEES DED
//TODAY

DETAILS OF PAYMENT:
FREPAYMENT GOODS

1020 455210
6895 17.50
110 4569.60

1020 455210
6895 17.50
110 4569.60

EXHIBIT 24

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

David Rostan, Esquire; Fred Shahrooz Scampato, Esquire
Building One, 248 Columbia Turnpike
Florham Park, New Jersey 07932
(973) 520-8301 FAX (973) 520-8302
rostanlaw@aol.com EMAIL
Attorney for Defendant and Third Party Plaintiff

N.V.E.

CIVIL ACTION

DOCKET NO. 06 cv-5455-GEB-ES

Motion date: Nov 15, 2010

Plaintiff,
v.
JESUS J. PALMERONI et. al.

LETTER BRIEF IN OPPOSITION
TO PLAINTIFF'S MOTION
TO EXTEND DISCOVERY WITH
RESPECT TO GLOBAL MARKETING
SALES GROUP

Defendants.

ORAL ARGUMENT REQUESTED

JESUS J. PALMERONI

Third Party Plaintiff

v.

N.V.E., Robert Occhifinto and Walter Orcutt

Third Party Defendants

Preliminary Statement

Jesus Palmeroni opposes plaintiff's motion to extend discovery with respect to Global Marketing and Sales Group ("Global") beyond June 2006, the period the Court has designated as the appropriate period subsequent to Mr. Palmeroni's termination by plaintiff. N.V.E identifies two reasons for extending this aspect of discovery: 1) "Palmeroni continued to get kick-back monies from brokers long after that date, and 2) that Palmeroni entities were selling and continued to sell illicitly obtained NVE products to customers long after Palmeroni was terminated." Plaintiff alleges that "Palmeroni/Rosarbo" companies sold approximately \$8,000,000 of "pirated or stolen products" to CB Distributors. Plaintiff alleges it had no knowledge of any of these sales, received no money, and was victimized through conversion. Plaintiff's lack of knowledge as well as its assertion concerning pirated and stolen products is factually unsupported. Moreover, plaintiff received nearly 8 million dollars from Smart World which it has failed to account for in its cross motion and in this case.

STATEMENT OF FACTS

Plaintiff Receipt of Nearly 8 Million Dollars From Smart World

Plaintiff provides no declaration from Mr. Occhifinto in support of this allegation. In addition the declaration of N.V.E.'s C.F.O., and Corporate Secretary Erling Jensen does not state that N.V.E. failed to receive monies from these entities. This is because the allegation that N.V.E received no monies from the "Palmeroni/Rosarbo entities" is false. Please see Exhibit A, Bank of America records of Smart World, Inc., which was co-owned by Mr. Rosarbo and Mr. Palmeroni. These records, which were received from Smart World's accountant, Frank Sarinelli, detail 73 wire transfers from Smart World to N.V.E. over a period of January 2002 through December 2004 totaling \$7,736,169.40. The records also show that Smart World received monies from CB Distributors.

Accordingly, the sale of the aforementioned products to Smart World had to have been known to N.V.E and its accounting and financial departments, if not to its shipping department and Mr. Occhifinto himself. In other words, there appears to have been a side deal between plaintiff and Smart World whereby Smart World was to serve as a conduit for sales between C.B. Distributors and N.V.E.

Such a deal flies in the face of N.V.E's answers to interrogatories in this matter, as well as the underlying complaint, which asserts that CB Distributors was a "direct customer" of N.V.E. See Answer to Defendant Palmeroni's Interrogatories No. 2, sworn to in April 2008, by Walter Orcutt and Robert Occhifinto. (Exhibit B) Moreover, in response to Interrogatory No. 1, N.V.E failed to identify its bank records detailing its receipt of nearly 8 million dollars from a company owned by its employees Mr. Palmeroni and Mr. Rosarbo as "relevant to this action." (Exhibit B) N.V.E also asserted in answer to interrogatory No. 11 that the only agreement between N.V.E. and C.B. Distributors was that "CB Distributors places an order for products and pays for those products." (Exhibit B)

Furthermore Plaintiff's Exhibit G details payments from CB Distributors to American Wholesale Distribution, the last of which occurs on April 18, 2006, within the current cut off period. Plaintiff's Exhibit H details payments to V.A.R., an entity not owned by Mr. Palmeroni, through June 2006, through the current discovery period for Global Marketing and Sales Group.

Given that it now appears that N.V.E had more knowledge than previously revealed concerning monies passing between it and its employees, brokers, and distributors, we have issued

subpoenas for records to P.M.I. Global, Profit Motivators, and Richard and Jerald Horowitz, owners of these entities, as well as to CB Distributors, and Carlos Bengoa, all of whom should have in their possession pertinent knowledge concerning this case.

N.V.E has withheld pertinent knowledge and records regarding its receipt of nearly 8 million dollars during a 36 month period from this Court as well as from defendants. Such pertinent records encompassed in defendant Palmeroni's April 2008 interrogatory request, would include N.V.E's electronically stored data on its computers, accounting records, bank records, and shipping records with respect to product exchanged between N.V.E., Smart World, CB Distributors, and American Wholesale Distribution. Such records are clearly needed to substantiate or refute the information in the Bank of America records from Mr. Sarinelli, which is annexed hereto and was provided to plaintiff on Monday October 26, 2010.

Given that N.V.E. has made serious allegations, accusing Global and Jesus Palmeroni of stealing and or pirating N.V.E. products, we deserve to know precisely what evidence plaintiff has to substantiate these serious claims. We also deserve to know why it was that N.V.E. neglected to disclose its knowledge of payments of approximately 8 million dollars it received from

Smart World.

Global Marketing Received Monies for Consulting

The records produced by plaintiff in support of its motion, (Plaintiff's Exhibit C) reveal that all checks made payable to N.R.C.G. and or Global Marketing from P.M.I. Global Marketing Corporation are for consulting fees, rather than "commission splits." The documents on their face provide no evidence or support for the contention that the post June 2006 payments represent kick backs. In fact, Mr. Palmeroni performed consulting services for P.M.I. Global Marketing Corporation and received consultant fees for his work. Please see Exhibit of Jesus Palmeroni in support of motion to quash. (Exhibit C)

Plaintiff also alleges that Mr. Palmeroni came into possession of illicit N.V.E. products and sold these products. Plaintiff offers no proof of this assertion nor does the PMI Global Marketing checks reference anything other than consultant fees.

Plaintiff's Exhibit C includes a chart created by plaintiff which details \$90,000 of payments made to Global between 2006 and 2009. It is noteworthy that the 2006-2009 checks are not referenced as commission, as are the pre-2006 checks. Moreover, the PMI Global payments are for even numbers more consistent with the existence of a consulting agreement than a commission

split.

Plaintiff attempts to lump together all payments from PMI Global and Profit Motivators. However, a closer examination reveals that Global received only \$90,000 from 2006-2007, an amount which averages \$22,500 per year. This amount is consistent with the work described by Mr. Palmeroni in his declaration in support of the motion. In this declaration Mr. Palmeroni describes that he performed work for the Horowitz brothers, including but not limited to, consulting with them with new customers. (Exhibit C) Such work was not prohibited under the terms of a non-compete agreement or other agreement with N.V.E.

Mr. Jensen lacks Personal Knowledge Pertinent to the Cross Motion

Finally, NVE's sole affidavit in support of its motion, Plaintiff's Exhibit E, is an affidavit of current NVE C.F.O. Erling Jensen. Mr. Jensen became C.F.O., after Mr. Palmeroni was no longer employed with N.V.E. and is therefore without personal knowledge concerning any events which transpired beforehand. Similarly, Global Marketing was not and could not be in a position to have N.V.E accounts taken away from PMI Global or any other broker after Mr. Palmeroni ceased to be employed with N.V.E. In addition, Mr. Erling's assertion that PMI Global

did not need Mr. Palmeroni's services is simply speculation and opinion unsupported by any affidavit from the principals of PMI Global.

Legal Analysis and Conclusion

Fed R. Civ. Proc. 26 (b) 1 permits discovery for good cause for any subject matter involved in this action. While this is a liberal standard, the plaintiff's rational for seeking Global Marketing and Sales Group's records are based on grounds that are at best misleading. Plaintiff alleges that products were pirated and that plaintiff was not compensated for goods sold to CB Distributors at the same time it has failed to disclose its own receipt of monies from the very entity it accuses of conversion. Plaintiff's cross motion is therefore based on incorrect and false assertions and its stated rationale for discovery of Global Marketing records is without factual basis. For the foregoing reasons, we respectfully request that plaintiff's cross motion be denied in its entirety.

Dated: November 1, 2010

By:

/s/

David Rostan, Esq.
Fred Shahrooz Scampato, Esq.